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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re	)	Chapter 11
	)	
Delphi Corporation, <u>et al.</u>	)	Case No. 05-44481 (RDD)
	)	Jointly Administered
Debtors.	)	
	)	

**ORDER GRANTING MOTION OF APPALOOSA MANAGEMENT L.P. FOR  
AN ORDER PURSUANT TO 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018  
TO FILE UNDER SEAL ITS MEMORANDUM OF LAW IN REPLY TO  
OBJECTIONS TO THE MOTION OF APPALOOSA MANAGEMENT L.P.  
PURSUANT TO 11 U.S.C. § 1102(a)(2) FOR AN ORDER DIRECTING THE  
UNITED STATES TRUSTEE TO APPOINT AN EQUITY COMMITTEE IN  
THESE CHAPTER 11 CASES AND EXHIBITS THERETO**

Upon the motion, dated March 20, 2006 (the "Motion"), of Appaloosa Management L.P. ("Appaloosa") seeking an order pursuant to 11 U.S.C. § 107(b) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et. seq., (as amended, the "Bankruptcy Code") and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing Appaloosa Management L.P. to file under seal its Memorandum of Law in Reply to Objections to Motion of Appaloosa Management L.P. Pursuant to 11 U.S.C. § 1102(a)(2) for an Order Directing the United States Trustee to Appoint an Equity Committee in these chapter 11 cases (the "Reply") and Exhibits Thereto; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided and that no other or further notice need be provided; and after due deliberation and sufficient cause appearing, based on the confidentiality stipulation between Appaloosa and the Debtors, for allowing Appaloosa to file the Reply and exhibits thereto partially under seal, it is hereby

ORDERED, that the relief requested in the Motion is hereby GRANTED as provided herein; and it is further

ORDERED, that pursuant to 11 U.S.C. § 107(b) and Bankruptcy Rule 9018 Appaloosa is authorized to file the Reply and exhibits thereto partially under seal; and it is further

ORDERED, that the sealed portions of the Reply and exhibits thereto shall remain confidential and shall be served on and made available only to the Debtors and their counsel and such other parties as may be agreed to by the Debtors and Appaloosa, or such parties that the Court may authorize; provided however, that Appaloosa shall file publicly a version of the Reply and exhibits thereto which has been redacted so as to prevent the dissemination of information designated as confidential.

Dated: New York, New York  
March 20, 2006

/s/ ROBERT D. DRAIN  
Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE